

1 Annette W. Jarvis, Utah Bar No. 1649  
 2 RAY QUINNEY & NEBEKER P.C.  
 3 36 South State Street, Suite 1400  
 4 P.O. Box 45385  
 5 Salt Lake City, Utah 84145-0385  
 Telephone: (801) 532-1500  
 Facsimile: (801) 532-7543  
 Email: [ajarvis@rqn.com](mailto:ajarvis@rqn.com)

**E-FILED ON JUNE \_\_, 2006**

6 and

7 Lenard E. Schwartzer  
 Nevada Bar No. 0399  
 8 Jeanette E. McPherson  
 Nevada Bar No. 5423  
 9 Schwartzer & McPherson Law Firm  
 2850 South Jones Boulevard, Suite 1  
 10 Las Vegas, Nevada 89146-5308  
 Telephone: (702) 228-7590  
 Facsimile: (702) 892-0122  
 E-Mail: [bkfilings@s-mlaw.com](mailto:bkfilings@s-mlaw.com)

12 Attorneys for Debtors and Debtors-in-Possession

SCHWARTZER & MCPHERSON LAW FIRM  
 2850 South Jones Boulevard, Suite 1  
 Las Vegas, Nevada 89146-5308  
 Tel: (702) 228-7590 • Fax: (702) 892-0122

13  
 14 **UNITED STATES BANKRUPTCY COURT**  
 15 **DISTRICT OF NEVADA**

16 In re:

17 USA COMMERCIAL MORTGAGE COMPANY,

Debtor.

Case Nos. BK-S-06-10725 LBR  
 Case Nos. BK-S-06-10726 LBR  
 Case Nos. BK-S-06-10727 LBR  
 Case Nos. BK-S-06-10728 LBR  
 Case Nos. BK-S-06-10729 LBR

18 In re:

USA CAPITAL REALTY ADVISORS, LLC,

Debtor.

Chapter 11

19 In re:

USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC

Debtor.

Jointly Administered Under  
 Case No. BK-S-06-10725 LBR

20 In re:

USA CAPITAL FIRST TRUST DEED FUND, LLC,

Debtor.

**DECLARATION OF DAVID W. HUSTON IN  
 SUPPORT OF APPLICATION BY DEBTOR  
 AND DEBTOR-IN-POSSESSION FOR  
 AUTHORIZATION TO RETAIN AND  
 EMPLOY DAVID W. HUSTON AS SPECIAL  
 CONFLICTS COUNSEL UNDER GENERAL  
 RETAINER**

**[AFFECTS USA COMMERCIAL  
 MORTGAGE COMPANY]**

21 Affects:

- All Debtors
- USA Commercial Mortgage Company
- USA Capital Realty Advisors, LLC
- USA Capital Diversified Trust Deed Fund, LLC
- USA Capital First Trust Deed Fund, LLC

Date: N/A

Time: N/A

1 DAVID W. HUSTON states and declares as follows:

2 1. I am an attorney and counselor at law, duly admitted to practice before all Courts of  
3 the State of Nevada and before the United States District Court for the District of Nevada.

4 2. I maintain an office at 601 South Seventh Street, 2<sup>nd</sup> Floor, Las Vegas NV 89101.

5 3. The Debtor, USA Commercial Mortgage Company ("USACM") wishes to retain  
6 me as Special Conflicts Counsel for matters in which its bankruptcy counsel, Ray, Quinney &  
7 Nebeker or Schwartzer & McPherson Law Firm would have a conflict or an appearance of a  
8 conflict. I am experienced in bankruptcy proceedings and am willing to accept as compensation  
9 such amounts as may hereafter be allowed by this Court, after notice and hearing. I am willing to  
10 accept as compensation such amounts as may hereafter be allowed by this Court, after notice and  
11 hearing.

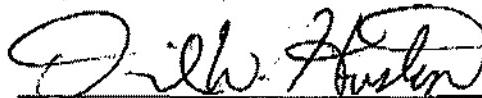
12 4. My hourly rate is \$300.00. I will not seek to raise my rate for a minimum of six (6)  
13 months after the date of the entry of the order approving its employment. I reserve the right to  
14 seek an increase in hourly rates in accord with the U.S. Trustee's Guideline on this matter.

15 5. I do not represent any interest that is adverse to USACM, its affiliated debtors, the  
16 bankruptcy estates, or any other party in interest herein, their respective attorneys and accountants,  
17 the U.S. Trustee, or any person employed in the Office of the U.S. Trustee in matters upon which  
18 I will be engaged as counsel. In addition to the names of all Defendants hereinabove listed,  
19 Exhibit A sets forth the names reviewed to identify any connection or relationship.

20 6. The undersigned has not shared or agreed to share with any other entity, other than  
21 with members of the undersigned's law firm, any compensation paid or to be paid.

22 I declare, under penalty of perjury, that the foregoing is true and correct, to the best of my  
23 knowledge, information and belief.

24 DATED: June 20<sup>th</sup>, 2006.



DAVID W. HUSTON, ESQ.

25  
26  
27  
28

**EXHIBIT A**

This information is being provided in connection with the Declaration of Dave W. Huston in support the Application By Debtor And Debtor-In-Possession For Authorization To Retain And Employ David W. Huston As Special Conflicts Counsel. The following names were reviewed to identify any connection or relationship:

USA Commercial Mortgage Company	Debtor
USA Securities, LLC	Debtor
USA Capital Realty Advisors, LLC	Debtor
USA Capital Diversified Trust Deed Fund, LLC	Debtor
USA Capital First Trust Deed Fund, LLC	Debtor
USA Investment Partners, LLC	Affiliated Entities
USA Commercial Real Estate Group	Affiliated Entities
Joseph D. Milanowski	Owners/Directors
Thomas A. Hantges	Owners/Directors
Paul S. Hamilton	Owners/Directors
Ray Quinney & Nebeker	Outside Counsel
Nevada State Bank	Unsecured Creditors
Pecos Professional Park	Unsecured Creditors
Wells Fargo Bank	Unsecured Creditors
Bank of America	Unsecured Creditors
Haspinov, LLC.	Unsecured Creditors
USA Capital RE Group	Unsecured Creditors
Citibank	Unsecured Creditors
US Bank	Unsecured Creditors
Advanced Information Systems	Unsecured Creditors
Goold Patterson Ales & Day	Unsecured Creditors
West Coast Life Insurance Company	Unsecured Creditors
RD Advertising	Unsecured Creditors
Redwood Prop	Unsecured Creditors
Special Order Systems	Unsecured Creditors
Scotsman Publishing, Inc.	Unsecured Creditors
Mesirow Financial Consulting, LLC	Restructuring Consultants